

BEFORE THE PUBLIC UTILITIES COMMISSION OF THE STATE OF CALIFORNIA

Application Pursuant to Public Utilities Code
Section 854 for Approval of the Indirect Transfer
of Control Of XO California, Inc. (U 5553 C) and
XO Long Distance Services, Inc. (U 6272 C).

Application 02-05-018

**ADMINISTRATIVE LAW JUDGE RULING
GRANTING MOTION FOR PROTECTIVE ORDER**

By earlier ruling, the Law and Motion Administrative Law Judge denied XO California, Inc.'s (XO California) and XO Long Distance Services, Inc.'s (XO Long Distance) motion for leave to file confidential and proprietary financial information under seal without prejudice to XO California's and XO Long Distance's right to establish more directly that release of the materials to the public would cause it harm. On July 2, 2002, XO California and XO Long Distance filed a Renewed Motion for Leave to File Confidential and Proprietary Financial Information Under Seal. XO California and XO Long Distance state that the balance sheets and income statements are highly valuable business information that is not publicly available and that indicates the extent to which the corporate parent has invested in assets in California. In addition, XO California and XO Long Distance cited a ruling and a decision in which the Commission granted leave to file identical or comparable sensitive financial information under seal. By this ruling, the motion for a protective order is granted.

IT IS RULED that:

1. XO California, Inc.'s (XO California) and XO Long Distance Services Inc.'s (XO Long Distance) motion for a protective order is granted to the extent set forth below.

2. The balance sheets and income statements referred to as Confidential Exhibit C to XO California's and XO Long Distance's application that were filed under seal as an attachment to the motion for a protective order shall remain under seal for a period of two years from the date of this ruling and during that period shall not be made accessible or disclosed to anyone other than Commission staff except on further order or ruling of the Commission, the assigned Commissioner, the assigned Administrative Law Judge (ALJ), or the ALJ then designated as Law and Motion Judge.

3. If XO California and XO Long Distance believe further protection of this information is needed after two years, they may file a motion stating the justification for further withholding the material from public inspection, or for such other relief as the Commission rules may then provide. This motion shall be filed no later than 30 days before the expiration of this protective order.

Dated August 1, 2002, at San Francisco, California.

/s/ JANICE GRAU

Janice Grau
Administrative Law Judge

CERTIFICATE OF SERVICE

I certify that I have by mail this day served a true copy of the original attached Administrative Law Judge Ruling Granting Motion for Protective Order on all parties of record in this proceeding or their attorneys of record.

Dated August 1, 2002, at San Francisco, California.

/s/ ERLINDA PULMANO

Erlinda Pulmano

N O T I C E

Parties should notify the Process Office, Public Utilities Commission, 505 Van Ness Avenue, Room 2000, San Francisco, CA 94102, of any change of address to insure that they continue to receive documents. You must indicate the proceeding number on the service list on which your name appears.

The Commission's policy is to schedule hearings (meetings, workshops, etc.) in locations that are accessible to people with disabilities. To verify that a particular location is accessible, call: Calendar Clerk (415) 703-1203.

If specialized accommodations for the disabled are needed, e.g., sign language interpreters, those making the arrangements must call the Public Advisor at (415) 703-2074, TTY 1-866-836-7825 or (415) 703-5282 at least three working days in advance of the event.